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August 11, 2004

Ms. Willie Mae Stroud  
Filer Support - 2  
Room 1004, Mail Stop 1-4  
Office of Filing Information & Consumer Services  
Division of Market Regulation  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

PROCESSED

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THOMSON  
FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, LLC (the "Exchange") received from J.P. Morgan Chase & Co. (the Registrant) a copy of the Company's Registration Statement on Form 8-A for the registration of the following security:

**Capped Quarterly Observation Notes**  
**Linked to the S&P 500 Index**  
**Due August \*, 2009**

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of same, in accordance with SEC Rule 3a12-11.

Sincerely,

Richard A. Mikaliunas

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